

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware

 (State)

Case number (if known): _____ Chapter 11
☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Sugarfina, Inc., a Delaware corporation

2. All other names debtor used in the last 8 years _____

 Include any assumed names, trade names, and *doing business* as names _____

3. Debtor's federal Employer Identification Number (EIN) 8 1 - 4 0 0 4 3 5 6

4. Debtor's address	Principal place of business		Mailing address, if different from principal place of business	
	1700 E Walnut Avenue, Suite 500		_____	
	Number	Street	Number	Street
	_____		_____	
	El Segundo CA 90245		P.O. Box _____	
	City	State	ZIP Code	City State ZIP Code
	Los Angeles		Location of principal assets, if different from principal place of business	
	County		Number Street	

			City State ZIP Code	

5. Debtor's website (URL) www.sugarfina.com

6. Type of debtor ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor Sugarfina, Inc., a Delaware corporation
 Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

7 2 2 3

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes.

District _____ When _____ Case number _____
 MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
 MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes.

Debtor See Schedule 1 attached Relationship _____

District _____ When _____
 MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

Debtor Sugarfina, Inc., a Delaware corporation
 Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property? _____

Number Street

City

State

ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

☒ Funds will be available for distribution to unsecured creditors.

☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

☐ 1-49

☐ 50-99

☐ 100-199

☒ 200-999

☐ 1,000-5,000

☐ 5,001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated assets

☐ \$0-\$50,000

☐ \$50,001-\$100,000

☐ \$100,001-\$500,000

☐ \$500,001-\$1 million

☐ \$1,000,001-\$10 million

☒ \$10,000,001-\$50 million

☐ \$50,000,001-\$100 million

☐ \$100,000,001-\$500 million

☐ \$500,000,001-\$1 billion

☐ \$1,000,000,001-\$10 billion

☐ \$10,000,000,001-\$50 billion

☐ More than \$50 billion

Debtor Sugarfina, Inc., a Delaware corporation
Name

Case number (if known) _____

16. Estimated liabilities

- | | | |
|------------------------------------------------|---------------------------------------------------------------|--------------------------------------------------------|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☒ I have been authorized to file this petition on behalf of the debtor.
- ☒ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 09/06/2019
MM / DD / YYYY

x [Signature]
Signature of authorized representative of debtor

Lance Miller

Printed name

Title Chief Restructuring Officer

18. Signature of attorney

x Brya M. Keilson
Signature of attorney for debtor

Date

9/6/19
MM / DD / YYYYBrya M. Keilson

Printed name

Morris James LLP

Firm name

500 Delaware Avenue, Suite 1500

Number Street

Wilmington

City

DE

State

19801-1494

ZIP Code

302-888-6959

Contact phone

BKeilson@morrisjames.com

Email address

4643

Bar number

DE

State

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively the "Debtors"), filed a voluntary petition for relief under chapter 11 of the the United States Code in the United States Bankruptcy Court for the District of Delaware. The Debtors have moved for joint administration of these cases for procedural purposes only under the case number assigned to the chapter 11 case of Sugarfina, Inc., a Delaware corporation.

1. Sugarfina, Inc., a Delaware corporation
2. Sugarfina International, LLC, a Delaware limited liability company
3. Sugarfina (Canada), Ltd.

Fill in this information to identify the case and this filing:

Debtor Name Sugarfina, Inc., a Delaware corporation
 United States Bankruptcy Court for the: _____ District of Delaware
 (State)
 Case number (if known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

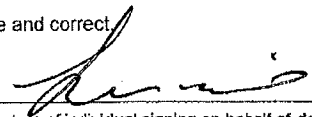
I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement, List of Equity Security Owners

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 09/06/2019
 MM/DD/YYYY

x


 Signature of individual signing on behalf of debtor

Lance Miller
 Printed name

Chief Restructuring Officer
 Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **Sugarfina, Inc., a Delaware corporation**
 United States Bankruptcy Court for the _____ District of **Delaware**
 (State)
 Case number (If known): _____

☐ Check if this is an amended filing
Official Form 204
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders¹

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	
				Total claim, if partially secured	Unsecured claim
					Deduction for value of collateral or setoff
1 Agman Investments Attn President/Manager Agent 10 E Ohio St., Second Floor Chicago, IL 60611 United States	Agman Investments Attn President or Manager Phone: Email: nmk@agmanpartners.com	Funded Debt			\$1,050,958.91
2 FedEx Attn President/Manager Agent FedEx P.O. Box 7221 Pasadena, CA 91109 United States	Fedex Attn President or Manager Phone: Email:	Trade			\$722,801.76
3 Everplus Attn President/Manager Agent 610 Newport Center Dr. Suite 1260 Newport Beach, CA 92660 United States	Everplus Attn President or Manager Phone: Email: joeyu@everplus-cap.com	Funded Debt			\$525,479.47
4 CSPG Attn President/Manager Agent 9205 W Russell Rd., St. 240 Las Vegas, NV 89148 United States	Cspg Attn President or Manager Phone: Email: filipp@cambridgespg.com	Funded Debt			\$525,479.47

¹ This Form 204 was prepared on a consolidated basis among all Debtors identified on Schedule 1 and includes the creditors who have the 30 largest unsecured claims and are not insiders.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
5	Marich Confectionary Attn President/Manager Agent Marich Confectionary 2101 Bert Drive Hollister, CA 95023 United States	Marich Confectionary Attn Brad van DAMr Phone: Email: bvandam@marich.com	Trade				\$519,228.38
6	Trolli Attn President/Manager Agent Trolli GmbH Oststraße 94 90763 Fürth, Germany	Trolli Attn Christian Weihprecht Phone: Email: christan@efrutti.com	Trade				\$432,373.92
7	Troutman Sanders LLP Attn President/Manager Agent Troutman Sanders LLP PO Box 933652 Atlanta, GA 31193 United States	Troutman Sanders Llp Attn Michael Hobbs Phone: 404-885-3330 Email: michael.hobbs@troutman.com	Trade				\$428,627.14
8	SHANTOU JINLIDA ARTS & CRAFTS CO.,LTD. Attn President/Manager Agent Mike SHANTOU JINLIDA ARTS & CRAFTS CO.,LTD. Qifubu Industrial Zone Chigang,Haojiang District Shantou City, 515071 China	Shantou Jinlida Arts & Crafts Co.,Ltd. Attn President or Manager Phone: 86 13556430282 Email: JLD@stjinlida.com	Trade				\$320,089.34
9	Fullsun International Ent Attn President/Manager Agent Fullsun International Ent Building A, Changshi Hi-Tech Park, No.56, Xingfa South Road Liwu, Wusha Community Changan Town Dongguan City, GUANGDONG PROVINCE China	Fullsun International Ent Attn President or Manager Phone: Email: spark@fullsungroup.com	Trade				\$253,921.00
10	McDermott Will & Emery LLP Attn President/Manager Agent McDermott Will & Emery LLP P.O. Box 6043 Chicago, IL 60680 United States	Mcdermott Will & Emery LLP Attn Paul Carr-Rollitt Phone: 310-284-6131 Email: pcarrrollitt@mwe.com	Trade				\$198,419.04

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
11 CM Resources LLC Attn President/Manager Agent CM Resources LLC 406 Natural Well Road Covington, VA 24426 United States	Cm Resources LLC Attn President or Manager Phone: 508-654-3600 Email: KURTLOPEZ@ME.COM	Trade				\$188,178.00
12 Milgram & Company Attn President/Manager Agent Milgram & Company 400 - 645 Wellington St Montreal, QC 0 Canada	Milgram & Company Attn President or Manager Phone: 514-288-2161 Email: Iroy@milgram.com	Trade				\$163,320.24
13 Ultimate Software Attn President/Manager Agent Ultimate Software PO BOX 930953 Atlanta, GA 0 United States	Ultimate Software Attn President or Manager Phone: 954-331-7000 Email: accountsreceivable@ultimatesoftware.com	Trade				\$150,912.18
14 Right Click Inc Attn President/Manager Agent Right Click Inc 1221 E Dyer Road, STE 225 Santa Ana, CA 92705 United States	Right Click Inc Attn Baiju Mehta Phone: 714-556-5999 Email: baiju@rclick.com	Trade				\$128,602.05
15 Pressed Juicery Attn President/Manager Agent Pressed Juicery 1550 17th Steet Santa Monica, CA 90404 United States	Pressed Juicery Attn President or Manager Phone: Email:	Trade				\$109,126.28
16 SSI G. Debbas Attn President/Manager Agent SSI G. Debbas 2794 N Larkin Ave. Fresno, CA 93727 United States	Ssi G. Debbas Attn Guy Debbas Phone: Email: guy@debbasgourmet.com	Trade				\$106,715.79
17 Jelly Belly Candy Co Attn President/Manager Agent Jelly Belly Candy Co PO Box 742799 Los Angeles, CA 90074 United States	Jelly Belly Candy Co Attn President or Manager Phone: Email: jb@jellybelly.com	Trade				\$106,195.50
18 David Nagelberg Attn President/Manager Agent 939 Coast Blvd., Unit 21 DE La Jolla, CA 92037 United States	David Nagelberg Attn President or Manager Phone: Email: david_nagelberg@yahoo.com	Funded Debt				\$105,095.89

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
19 AMAC Asia Limited Attn President/Manager Agent AMAC Asia Limited PO Box 750249 Petaluma, CA 94975 United States	Amac Asia Limited Attn Steve Catechi Phone: Email: scatechi@amac.com	Trade				\$101,747.53
20 RevGrp Attn President/Manager Agent RevGrp Inc. 560 S. Alameda St. Los Angeles, CA 90013 United States	Revgrp Attn President or Manager Phone: Email: stephan@revgrp.com	Trade				\$100,181.00
21 Retention Science Attn President/Manager Agent Retention Science 2601 Ocean Park Blvd Ste. 104 Santa Monica, CA 90405 United States	Retention Science Attn President or Manager Phone: 310-598-6658 Email: help@retentionscience.com	Trade				\$96,597.70
22 Barry Callebaut North America Attn President/Manager Agent Barry Callebaut U.S.A. LLC Lockbox #28543 28543 Network Place Chicago, IL 60673 United States	Barry Callebaut North America Attn President or Manager Phone: Email: laura_gianini@barry-callebaut.com	Trade				\$90,057.98
23 Sidley Attn President/Manager Agent Sidley 555 W 5th St Los Angeles, CA 90013 United States	Sidley Attn President or Manager Phone: 617-223-0300 Email: 0	Trade				\$82,209.71
24 Diamond Web Services Attn President/Manager Agent Diamond Web Services 1507 7th St #476 Santa Monica, CA 90401 United States	Diamond Web Services Attn President or Manager Phone: Email: CAROLINE.ROSE@DWS.LA.COM	Trade				\$79,716.80
25 Mattel Inc. Attn President/Manager Agent Mattel Inc. 333 Continental Blvd El Segundo, CA 90245 United States	Mattel Inc. Attn President or Manager Phone: 855-784-2734 Email: accounting@sugarfina.com	Landlord				\$71,279.00

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
26 Flexport International LLC Attn President/Manager Agent Flexport International LLC P.O. Box 207244 Dallas, 75320 United States	Flexport International Llc Attn President or Manager Phone: 415-231-5252 Email: accountingreceivable@flexport.com	Trade				\$69,976.57
27 Carl Brandt, Inc. Attn President/Manager Agent Carl Brandt, Inc. 140 Sherman Street 3rd Floor Fairfield, CT 6824 United States	Carl Brandt, Inc. Attn Susanne Settineri Phone: Email: ssettineri@carlbrandt.com	Trade				\$67,461.42
28 Axxys Construction Attn President/Manager Agent Axxys Construction 9680 St. Laurent Blvd. Montreal, H3L 0 Canada	Axxys Construction Attn President or Manager Phone: Email: ARoy@axxuscontruction.com	Trade				\$64,604.66
29 Windes Attn President/Manager Agent Windes PO Box 87 Long Beach, CA 90801 United States	Windes Attn Sean McFerson Phone: 562-304-1339 Email: smcferson@windes.com	Trade				\$63,910.00
30 Atlas Print Solutions Inc. Attn President/Manager Agent Atlas Print Solutions Inc. 589 8th Avenue, 4th Floor New York, NY 10018	Atlas Print Solutions Inc Attn President or Manager Phone: Email:	Trade				\$60,872.84

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SUGARFINA, INC.,

Debtor.

Chapter 11

Case No. _____

**CORPORATE OWNERSHIP STATEMENT
[FRBP 1007(a)(1) and 7007.1]**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the Debtor's equity interest, or states that there are no entities to report under FRBP 7007.1:

Shareholder Name and Address	Class and Number of Shares	Approximate Percentage Held
GHP Sugarfina Holdings LLC	Series BB-2 Preferred: 833,302 Series BB Preferred: 4,999,809	Outstanding Shares: 5,833,111 Outstanding Ownership: 24.9375%
GHP Sugarfina Holdings LLC	Common Stock: 2,292	Outstanding Shares: 2,292 Outstanding Ownership: .0098%
GHP Sugarfina Holdings LLC	Common Stock: 798,849	Outstanding Shares: 798,849 Outstanding Ownership: 3.4152%
GHP Sugarfina Holdings LLC	Common Stock: 32,160	Outstanding Shares: 32,160 Outstanding Ownership: .1375%

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SUGARFINA, INC.,

Debtor.

Chapter 11

Case No. _____

LIST OF EQUITY SECURITY HOLDERS

Shareholder Name and Address	Class	Approximate Shares Held	Approximate Percentage Held
See attached.			

Name and Address	Class and Number of Shares	Total Outstanding
A + A Stein Revocable Trust 613 16th St Santa Monica, CA 90402	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 60,957 Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 60,957 Outstanding Ownership: .2606%
Abigail Jariwuala 5307 Maywood Ave #W Maywood, CA 90270	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Alexandra Guardado	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 187 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Alison Brod 870 Fifth Ave New York, NY 10065	Common Stock: 76,923 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: 34,475 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 111,398 Outstanding Ownership: .4762%

Name and Address	Class and Number of Shares	Total Outstanding
Allison Stewart	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 1,000 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Amy H Gutschenritter 14 Clubhouse Lane Wayland, MA 01778	Common Stock: Series AA-1: Series AA Preferred: 30,479 Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 30,479 Outstanding Ownership: .1303%

Name and Address	Class and Number of Shares	Total Outstanding
Amy Yarborough	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Andrea Estrada 1531 Walnut Ave Venice, CA 90291	Common Stock: 1,481 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 1,481 Outstanding Ownership: .0063%

Name and Address	Class and Number of Shares	Total Outstanding
Andrea Estrada 1531 Walnut Ave Venice, CA 90291	Common Stock: 6,777 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 6,777 Outstanding Ownership: .029 %
Angela Vasone	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 1,000 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Anna Swiatek 10513 S. Avenue J Chicago, IL 60617	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 1,000 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Annabelle Gagnon	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Anthony Marguleas 1031 Kagawa St Pacific Palisades, CA 90272	Common Stock: 19,231 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 19,231 Outstanding Ownership: .0822%
Armene Galstyan	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Ashley Taylor	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Ashlyn Killham	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 177 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Audrey Cioch	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 8,587 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
BAR Holdings, LLC 707 N Foothill Rd Beverly Hills, CA 90210	Common Stock: 384,616 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 384,616 Outstanding Ownership: 1.6443%

Name and Address	Class and Number of Shares	Total Outstanding
BAR Holdings, LLC 707 N Foothill Rd Beverly Hills, CA 90210	Common Stock: Series AA-1: Series AA Preferred: 609,570 Series B-2 Preferred: Series BB-2 Preferred: 49,998 Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 659,568 Outstanding Ownership: 2.8198%
Behaviours In, LLC	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: 1,000 Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Benjamin Smith 1924 Craig Ave Altadena, CA 91001	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 75,000 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Brad Gross 10635 Esther Ave Los Angeles, CA 90064	Common Stock: 19,231 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 15,239 Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 34,470 Outstanding Ownership: .1474%

Name and Address	Class and Number of Shares	Total Outstanding
Brazos Resources 901 S Mopac #1-220 Austin, TX 78746	Common Stock: 19,231 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 22,859 Series A-1 Preferred: 3,357 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 45,447 Outstanding Ownership: .1943%
Brett Silver and Wendy Silver Revocable 2010 Trust 4821 Oak Park Ave Encino, CA 91316	Common Stock: 38,462 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 38,462 Outstanding Ownership: .1644%

Name and Address	Class and Number of Shares	Total Outstanding
Brian Kelley 6142 Harvey Way Lakewood, CA 90713	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 2,500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Brittany Belmont	Common Stock: 354 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 354 Outstanding Ownership: .0015%

Name and Address	Class and Number of Shares	Total Outstanding
Brittany Shefts	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 2,500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Bryce Nicastro	Common Stock: 1,485 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 1,485 Outstanding Ownership: .0063%

Name and Address	Class and Number of Shares	Total Outstanding
Carrie Austermann	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 1,000 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Catherine O'Neill	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: 1,000 Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Chantalle (Sephora) Noormand	Common Stock: 796 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 1,304 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 796 Outstanding Ownership: .0034%
Charles Adams	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 8,587 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Chick Launcher Partners, LLC 741 Iliff Pacific Palisades, CA 90272	Common Stock: 38,462 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: 3,089 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 41,551 Outstanding Ownership: .1776%
Chris Demery	Common Stock: 9,711 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 9,711 Outstanding Ownership: .0415%

Name and Address	Class and Number of Shares	Total Outstanding
Chris Scherer	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 4,294 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Christina Schweigert	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 2,500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Cindy Chow	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 2,500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Comerica Bank, a Texas banking association, or its assignee	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants: 24,383	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Connie Hoole	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 229 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Crisanta German	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 16,027 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Daisy Hakim Nargies	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Daniel Fishman 10043 Hillgrove Dr Beverly Hills, CA 90210	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 60,957 Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 60,957 Outstanding Ownership: .2606%

Name and Address	Class and Number of Shares	Total Outstanding
Danielle Kim	Common Stock: 1,592 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 1,592 Outstanding Ownership: .0068%
Danny Coorsh 1626 Havemeyer Lane Redondo Beach, CA 90278	Common Stock: 187,117 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 187,117 Outstanding Ownership: .8 %

Name and Address	Class and Number of Shares	Total Outstanding
David Berger	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: 500 Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
David Chamberlin 1155 Canyon Blvd #404 Boulder, CO 80302	Common Stock: 7,693 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: 11,492 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 19,185 Outstanding Ownership: .082 %

Name and Address	Class and Number of Shares	Total Outstanding
David Cruz	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 1,000 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
David Cruz III	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 4,294 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
David Solomon 145 Central Park, 4C New York, NY 10023	Common Stock: Series AA-1: Series AA Preferred: 76,196 Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 76,196 Outstanding Ownership: .3257%
Daylan Machado	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 1,718 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Deanna Cabrera	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 8,587 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Derek Yokota	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 2,577 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Diego Reyes 30 Georgetowne North Greenwich, CT 6831	Common Stock: Series AA-1: 3,992 Series AA Preferred: 11,429 Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 15,421 Outstanding Ownership: .0659%
Dudley H. Pepp and Arline Pepp Family Trust DTD 6-4-91 612 N Alta Dr Beverly Hills, CA 90210	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: 8,121 Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 152,393 Series A-1 Preferred: 12,237 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 172,751 Outstanding Ownership: .7385%

Name and Address	Class and Number of Shares	Total Outstanding
Dylan Kelaart	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 3,435 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Elizabeth Abbott	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 1,771 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Elizabeth Villegas	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Emilie Vieweg	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Emily Sweet 6050 Via Madrid Granite Bay, CA 95746	Common Stock: 197 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 197 Outstanding Ownership: .0008%
Eric Gewirtz	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: 500 Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Eric Zinterhofer Rockefeller & Co c/o Tamar Loffe 10 Rockefeller Plaza, 3rd Fl New York, NY 10020	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: 3,758 Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 76,196 Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 79,954 Outstanding Ownership: .3418%
Erin Murphy	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Erme Garcia	Common Stock: 6,046 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 6,046 Outstanding Ownership: .0258%
Evie Ryland	Common Stock: 2,838 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 2,838 Outstanding Ownership: .0121%

Name and Address	Class and Number of Shares	Total Outstanding
GHP Sugarfina Holdings, LLC	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: 833,302 Series BB Preferred: 4,999,809 Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 5,833,111 Outstanding Ownership: 24.9375%
GHP Sugarfina Holdings, LLC	Common Stock: 2,292 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 2,292 Outstanding Ownership: .0098%

Name and Address	Class and Number of Shares	Total Outstanding
GHP Sugarfina Holdings, LLC	Common Stock: 798,849 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 798,849 Outstanding Ownership: 3.4152%
GHP Sugarfina Holdings, LLC	Common Stock: 32,160 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 32,160 Outstanding Ownership: .1375%

Name and Address	Class and Number of Shares	Total Outstanding
Great Oaks Venture Capital ACK LLC 660 Madison Ave, Suite 1600 New York, NY 10065	Common Stock: 130,769 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 15,239 Series A-1 Preferred: 34,475 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 180,483 Outstanding Ownership: .7716%
Great Oaks Venture Capital BZ LLC 660 Madison Ave, Suite 1600 New York, NY 10065	Common Stock: 15,385 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 15,385 Outstanding Ownership: .0658%

Name and Address	Class and Number of Shares	Total Outstanding
Great Oaks Venture Fund LP 660 Madison Ave, Suite 1600 New York, NY 10065	Common Stock: 38,461 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 38,461 Outstanding Ownership: .1644%
Greg Borrud	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: 500 Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Greywacke 2015 Charitable Trust PO Box 2889 San Francisco, CA 94127	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: 919,329 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 919,329 Outstanding Ownership: 3.9303%
Gustav Vik	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 60,957 Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 60,957 Outstanding Ownership: .2606%

Name and Address	Class and Number of Shares	Total Outstanding
Hal Williams	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 4,294 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Heather Searock	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 21,467 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Heesun Kim	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 2,500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Heidi Kinsella	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 2,500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Helen Cho	Common Stock: 1,434 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 1,434 Outstanding Ownership: .0061%
Herd Investments IV, LLC 1801 E 7th St, Ground Floor Los Angeles, CA 90021	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 35,050 Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 35,050 Outstanding Ownership: .1498%

Name and Address	Class and Number of Shares	Total Outstanding
Howard and Stacy Marks 615 Arden Dr Beverly Hills, CA 90210	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 15,239 Series A-1 Preferred: 22,984 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 38,223 Outstanding Ownership: .1634%
James A. Goldman and Gianna D. Goldman as tenants in common 44 Cradle Rock Road Princeton, NJ 08450	Common Stock: Series AA-1: 11,492 Series AA Preferred: 99,055 Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 110,547 Outstanding Ownership: .4726%

Name and Address	Class and Number of Shares	Total Outstanding
Jamie Johnson	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 3,541 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Janene Fukuda	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 4,294 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Janet and Tim O'Neill	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: 5,000 Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Janet Gurwitch 3244 Huntingdon Place Houston, TX 77019	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 91,436 Series A-1 Preferred: 156,123 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 247,559 Outstanding Ownership: 1.0584%

Name and Address	Class and Number of Shares	Total Outstanding
Jeff Lotman 12400 Wilshire Blvd, #1400 Los Angeles, CA 90025	Common Stock: 38,462 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: 22,635 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 61,097 Outstanding Ownership: .2612%
Jeff O'Neill	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: 1,000 Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Jennifer Chang	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 1,250 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Jennifer Lozano 2210 Orange Ave Costa Mesa, CA 92627	Common Stock: 4,293 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 4,293 Outstanding Ownership: .0184%

Name and Address	Class and Number of Shares	Total Outstanding
Jeri and Joel Finard 74 Magnolia Ave Larchmont, NY 10538	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 76,196 Series A-1 Preferred: 29,102 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 105,298 Outstanding Ownership: .4502%
Jessica Hauspurg	Common Stock: 21,287 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 21,287 Outstanding Ownership: .091 %

Name and Address	Class and Number of Shares	Total Outstanding
Jessica Li	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 4,294 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Jessica Saylor	Common Stock: 5,871 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 5,871 Outstanding Ownership: .0251%

Name and Address	Class and Number of Shares	Total Outstanding
Jim Goldman 44 Cradle Road Road Princeton, NJ 8540	Common Stock: 60,000 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 60,000 Outstanding Ownership: .2565%
Joanna Woo	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 1,109 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Joe Forkner	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 1,000 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
John C. Wellemeyer 89 Rosedale Rd Princeton, NJ 08540	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 91,436 Series A-1 Preferred: 11,492 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 102,928 Outstanding Ownership: .44 %

Name and Address	Class and Number of Shares	Total Outstanding
John Nelson, SPRT (Grandor Trust) 1600 Westar Dr Oxnard, CA 93033	Common Stock: 38,462 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 30,479 Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 68,941 Outstanding Ownership: .2947%
John Nelson, SPRT (Grantor Trust) 1600 Westar Dr Oxnard, CA 93033	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: 41,665 Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 41,665 Outstanding Ownership: .1781%

Name and Address	Class and Number of Shares	Total Outstanding
John Vlkovic 278 West Campbell Ave Campbell, CA 95008	Common Stock: 2,201 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 376 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 2,201 Outstanding Ownership: .0094%
Jonathan Scopp	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: 500 Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Josh Podell 35 Chestnut Hill Roslyn, NY 11576	Common Stock: 38,462 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: 3,089 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 41,551 Outstanding Ownership: .1776%
Josh Resnick 1611 Old Oak Rd Los Angeles, CA 90049	Common Stock: 4,583,349 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 4,583,349 Outstanding Ownership: 19.5945%

Name and Address	Class and Number of Shares	Total Outstanding
Julie Wilton	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Katelynn Danluck	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 3,077 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Katherine Kim 269 S Church Lane Los Angeles, CA 90049	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 2,500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Kayla Choe	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Kayla Zumbahlen	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Keith Resnick 3540 W Sahara, #182 Las Vegas, NV 89102	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 76,196 Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 76,196 Outstanding Ownership: .3257%

Name and Address	Class and Number of Shares	Total Outstanding
Kevin Lucier	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 60,000 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Kieran O'Neill	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: 1,000 Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Kim-Thu Posnett 1 Grand Arm Plaza, Apt 7J Brooklyn, NY 11238	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 30,479 Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 30,479 Outstanding Ownership: .1303%
Kimberly Stanford	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 2,500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Kris Sackett	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 15,000 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Lance Miller	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 125,000 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Lapis Ventures SAC Limited - Lapis Capsule Fund Wessex House, Fl 2, 45 Reid St Hamilton HM 12, BERMUDA, BO	Common Stock: 192,308 Series AA-1: 22,985 Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: 24,999 Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 240,292 Outstanding Ownership: 1.0273%
Lapis Ventures SAC Limited - Lapis Capsule Fund Wessex House, Fl 2, 45 Reid St Hamilton HM 12, BERMUDA, BO	Common Stock: Series AA-1: Series AA Preferred: 76,196 Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 76,196 Outstanding Ownership: .3257%

Name and Address	Class and Number of Shares	Total Outstanding
Larry Berg 2000 Ave of the Stars, Ste 510N Los Angeles, CA 90067	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 304,785 Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 304,785 Outstanding Ownership: 1.303 %
Larry Goldberg	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: 500 Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Larry Shapiro 1721 Carlyle Ave Santa Monica, CA 90402	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: 500 Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
LaShawn Pace	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 1,000 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Laura Nelson, SPRT (Grandor Trust) 1601 Westar Dr Oxnard, CA 93033	Common Stock: 38,462 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 30,479 Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 68,941 Outstanding Ownership: .2947%
Laura Nelson, SPRT (Grantor Trust) 1601 Westar Dr Oxnard, CA 93033	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: 41,665 Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 41,665 Outstanding Ownership: .1781%

Name and Address	Class and Number of Shares	Total Outstanding
Lauren Armstrong	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 2,057 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Leah Cloth	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 239 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Lile Benaicha	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 25,000 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Lisa Harris	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 111,630 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Lisa Opal	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 2,577 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Long Ball Partners, LLC 2000 Ave of the Stars, 12th Fl Los Angeles, CA 90068	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 76,196 Series A-1 Preferred: 11,492 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 87,688 Outstanding Ownership: .3749%

Name and Address	Class and Number of Shares	Total Outstanding
Maritza Marguia	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 1,994 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Maritza Murguia	Common Stock: 1,464 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 1,464 Outstanding Ownership: .0063%

Name and Address	Class and Number of Shares	Total Outstanding
Mark Griffiths	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 2,577 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Mary Johnson	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 1,610 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Matt Cwiertnia 14926 Altata Dr Pacific Palisades, CA 90272	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 76,196 Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 76,196 Outstanding Ownership: .3257%
Melissa Chan	Common Stock: 644 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 644 Outstanding Ownership: .0028%

Name and Address	Class and Number of Shares	Total Outstanding
Melissa Clinard	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 2,500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Melissa Vazquez	Common Stock: 2,879 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 2,879 Outstanding Ownership: .0123%

Name and Address	Class and Number of Shares	Total Outstanding
Michael Bailey	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 1,000 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Michael DeLuca	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 458 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Michael Meyers	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 4,294 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Michael Rosen	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: 500 Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Michelle Gonzalez 1433 14th St #6 Santa Monica, CA 90404	Common Stock: 1,164 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 1,164 Outstanding Ownership: .005 %
Mike Weinsten	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: 500 Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Mindilove Marshall 25032 Hidden Hills Rd. Appt. 22N Laguna Niguel, CA 92677	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 2,577 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Montage Capital II, L.P.	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: 40,718 Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Natalie McCarron	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 781 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Nichole Hosseinzadeh	Common Stock: 2,500 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 6,087 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 2,500 Outstanding Ownership: .0107%

Name and Address	Class and Number of Shares	Total Outstanding
Nick Meese	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 8,333 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Nicole Bacher	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 1,718 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Nicole Chillingworth	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 4,294 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Nini Davis	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 2,577 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Paul D. Hewson Temple Hill, Strathmore Road Killney, CO DUBLIN, EI	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 60,957 Series A-1 Preferred: 4,895 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 65,852 Outstanding Ownership: .2815%
Paul J. Salem Providence Equity Partners 50 Kennedy Plaza Providence, RI 02903	Common Stock: Series AA-1: Series AA Preferred: 304,785 Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 304,785 Outstanding Ownership: 1.303 %

Name and Address	Class and Number of Shares	Total Outstanding
Peter Fasolo 7 Arvida Dr Pennington, NJ 08534	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 30,479 Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 30,479 Outstanding Ownership: .1303%
PJ Nachman 1119 South Hayworth Avenue Los Angeles, CA 90035	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 7,619 Series A-1 Preferred: 611 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 8,230 Outstanding Ownership: .0352%

Name and Address	Class and Number of Shares	Total Outstanding
Preston Grochmal	Common Stock: 430 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 430 Outstanding Ownership: .0018%
Rachel Hogan	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 3,077 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Rachel O'Neill	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: 1,000 Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Reanna Nealon	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 1,718 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Rheta and Bernard Resnick	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: 5,000 Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Rich Goldman 10 Quintard Ave Old Greenwich, CT 06870	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 38,098 Series A-1 Preferred: 3,060 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 41,158 Outstanding Ownership: .176 %

Name and Address	Class and Number of Shares	Total Outstanding
Richie Salazar	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 1,718 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Rick Seiders 2402 Pickwick Lane Austin, TX 78746	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 15,239 Series A-1 Preferred: 1,223 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 16,462 Outstanding Ownership: .0704%

Name and Address	Class and Number of Shares	Total Outstanding
Rob Sweeney 110 Meadow Rd Riverside, CT 06878	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 15,239 Series A-1 Preferred: 1,224 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 16,463 Outstanding Ownership: .0704%
Robyn Daniels	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 885 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Roger B. and Ann K. McNamee Trust u/t/a/d 3/27/97 300 Olive Hill Ln Woodside, CA 94062	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 60,957 Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 60,957 Outstanding Ownership: .2606%
Ron Reyes	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: 500 Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Rosie O'Neill 1611 Old Oak Rd Los Angeles, CA 90049	Common Stock: 4,583,350 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 4,583,350 Outstanding Ownership: 19.5945%
Ross Moncur 2006 Watermere Lane Windermere, FL 33905	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 75,000 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Ryan Nelson	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 61,483 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
S&E Trust Lotman Management LLC 100 Front St, Ste 525 W Conshohocken, PA 19428	Common Stock: 38,462 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 38,462 Outstanding Ownership: .1644%

Name and Address	Class and Number of Shares	Total Outstanding
Sabrina Orlando	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 1,000 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Samantha Sturges	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 1,250 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Sandeep Singh	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 4,294 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Sandra G. Malamed Sep Prop. Trust 9437 Oakmoore Road Los Angeles, CA 90035	Common Stock: 38,462 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 38,462 Outstanding Ownership: .1644%

Name and Address	Class and Number of Shares	Total Outstanding
Sarah Abu Shanab	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 19,524 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Sarah Kwak	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 17,000 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Saralyn and Larry Isrow	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: 1,000 Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Saverio Amato	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 2,577 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
SC Partners LLC	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: 1,249 Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 22,859 Series A-1 Preferred: 1,835 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 25,943 Outstanding Ownership: .1109%
Sephora Noorman	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 2,194 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Sheeraz Shaik	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 4,294 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Shelly Fisher 1206 Farview Rd Villanova, PA 19085	Common Stock: 38,462 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: 3,089 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 41,551 Outstanding Ownership: .1776%

Name and Address	Class and Number of Shares	Total Outstanding
SOLDAV, LLC 145 Central Park West New York, NY 10023	Common Stock: 384,616 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 384,616 Outstanding Ownership: 1.6443%
Soo Yi	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
SR Sugarfina LLC	Common Stock: Series AA-1: 16,439 Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: 11,249 Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 27,688 Outstanding Ownership: .1184%
SR Sugarfina, LLC	Common Stock: Series AA-1: Series AA Preferred: 171,444 Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 171,444 Outstanding Ownership: .7329%

Name and Address	Class and Number of Shares	Total Outstanding
Steven Borse 528 1/2 N Lucia Ave Redondo Beach, CA 90277	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 17,174 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Steven Carvajal	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 8,587 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Steven Lewinstein 44 School St, 10th Fl Boston, MA 02196	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 15,239 Series A-1 Preferred: 1,224 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 16,463 Outstanding Ownership: .0704%
Stuart Calof	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: 1,000 Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Susan Tang	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 2,500 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Sydney More	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 966 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Tamim Mourad 641 N Las Casas Ave Pacific Palisades, CA 90272	Common Stock: Series AA-1: 11,492 Series AA Preferred: 30,479 Series B-2 Preferred: Series BB-2 Preferred: 12,499 Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 54,470 Outstanding Ownership: .2329%
Tari Huddleston 135 Flowerfield Ln La Habra Heights, CA 90631	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 15,000 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Teresa Cordero	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 166 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %
Tess Heilpern	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 229 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
The David M. Solomon 2011 Family Trust 145 Central Park West, 4C New York, NY 10023	Common Stock: Series AA-1: Series AA Preferred: 76,196 Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 76,196 Outstanding Ownership: .3257%
The Dennis B. Phelps Jr. Revocable Living Trust PO Box 2888 San Francisco, CA 94126	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 688,814 Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 688,814 Outstanding Ownership: 2.9448%

Name and Address	Class and Number of Shares	Total Outstanding
The LI2 Trust	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 30,479 Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 30,479 Outstanding Ownership: .1303%
Tony Scheinman	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: 500 Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Trently Holdings Attn David Kaplan 2000 Ave of the Stars, 9th Fl Los Angeles, CA 90067	Common Stock: Series AA-1: Series AA Preferred: 76,196 Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 76,196 Outstanding Ownership: .3257%
Trey Watkins	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: 500 Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

Name and Address	Class and Number of Shares	Total Outstanding
Valley Girl Ventures LLC 1720 Washington Ave Santa Monica, CA 90403	Common Stock: 38,462 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: 15,239 Series A-1 Preferred: 4,312 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 58,013 Outstanding Ownership: .248 %
W. David Knight 4278 Woodland Brook Dr SE Atlanta, GA 30339	Common Stock: 19,231 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: 1,545 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 20,776 Outstanding Ownership: .0888%

Name and Address	Class and Number of Shares	Total Outstanding
WDK Family Trust	Common Stock: 19,231 Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: 1,545 Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: 20,776 Outstanding Ownership: .0888%
Zainub Naqvi	Common Stock: Series AA-1: Series AA Preferred: Series B-2 Preferred: Series BB-2 Preferred: Series BB Preferred: Series A Preferred: Series A-1 Preferred: Series B Preferred: Options and RSU Outstanding Under 2016 Stock Option Plan: 937 Options and RSU Outstanding Under Friends/Family: Series B-2 Preferred Warrants: Series A-2 Preferred Warrants:	Outstanding Shares: Outstanding Ownership: .0 %

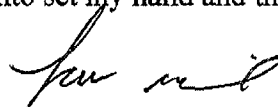
Sugarfina, Inc.
Secretary's Certificate

I, Lance E. Miller, hereby certify that I am the duly elected Secretary of Sugarfina, Inc., a Delaware corporation (the "Company"), and further certify in the name of and on behalf of the Company as follows:

1. Attached hereto as Exhibit I is a correct and complete copy of the Articles of Incorporation and Amended and Restated Bylaws of the Company as in effect on the date hereof.
2. Attached hereto as Exhibit II is a correct and complete copy of the resolutions adopted by the Board of Directors of the Company dated August 28, 2019, which resolutions were duly adopted pursuant to the Amended and Restated Bylaws of the Company as in effect at such time; such resolutions constitute all resolutions sufficient to bind the Board of Directors of the Company with regard to, among other things, (a) prepare, authorize, and direct a process to be commenced by the Company under Title 11 of the U.S. Code (the "Bankruptcy Code"), (a "Bankruptcy Proceeding"), and (b) authorize and direct the Company's retention of professionals, (c) select and authorize the Company to negotiate, finalize, consummate, and otherwise proceed with transactions to be consummated through a Bankruptcy Proceeding, and (d) approve and authorize decisions impacting the employment or retention of the Company's employees, agents, contractors, and representatives. Such resolutions have not been amended, modified, annulled, or revoked, and are in full force and effect; and the adoption of such resolutions constitute all corporate action of the Company or its directors and/or shareholders necessary to authorize the Company to take all necessary actions with regard to the Bankruptcy Proceeding.
3. Attached hereto as Exhibit III is a good standing certificate of the Company, issued by the Secretary of State of the State of Delaware prior to the Bankruptcy Proceeding.

[Signature page follows]

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Company
this 4th day of September, 2019.

A handwritten signature in black ink, appearing to read "Lance E. Miller", written over a horizontal line.

Lance E. Miller, Secretary

Exhibit I

Copy of Certificate of Incorporation for Sugarfina, Inc.

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:28 AM 09/29/2016
FILED 11:28 AM 09/29/2016
SR 20165993637 - File Number 5148707

**CERTIFICATE OF INCORPORATION
OF
SUGARFINA, INC.**

(Pursuant to the
General Corporation Law of the State of Delaware)

FIRST: The name of this corporation is Sugarfina, Inc. (the “Corporation”).

SECOND: The address of the registered office of the Corporation in the State of Delaware is to be located at 1209 Orange Street in the City of Wilmington, County of New Castle, Zip Code 19801. The registered agent in charge thereof is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the “General Corporation Law”).

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 25,000,000 shares of Common Stock, \$0.00001 par value per share (“Common Stock”), and (ii) 3,962,207 shares of Preferred Stock, \$0.00001 par value per share (“Preferred Stock”).

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

2. Voting. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings); provided, however, that, except as otherwise required by law, the holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Certificate of Incorporation that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Certificate of Incorporation or pursuant to the General Corporation Law. There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by (in addition to any vote of the holders of one or more series of Preferred Stock that may be required by the terms of this Certificate of Incorporation and/or any stockholders agreement, voting agreement or similar document by and between the Corporation

and its stockholders, including, without limitation, that certain Stockholders' Agreement dated as of September 26, 2016 as the same may be amended and/or restated from time to time) (the "**Stockholders' Agreement**") the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

B. PREFERRED STOCK

3,962,207 shares of the authorized Preferred Stock of the Corporation are hereby designated "**Series A Preferred Stock**" with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations. Unless otherwise indicated, references to "sections" or "subsections" in this Part B of this Article Fourth refer to sections and subsections of Part B of this Article Fourth.

1. Dividends.

Calculated from and after the date of the issuance of any shares of Series A Preferred Stock, or, if applicable, any Series A Preferred Units of Sugarfina, LLC, predecessor entity to the Corporation (in each case, the "**Series A Original Issue Date**"), dividends at the rate per annum of 6% shall accrue on such shares of Series A Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series A Preferred Stock) (the "**Accruing Dividends**"). Accruing Dividends shall accrue from day to day, whether or not declared, and shall accumulate and compound on an annual basis; provided however, that except as set forth in the following sentence of this Section 1 or in Section 2.1, such Accruing Dividends shall be payable only when, as, and if declared by the Board of Directors of the Corporation, and the Corporation shall be under no obligation to pay such Accruing Dividends until such time. The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless (in addition to the obtaining of any consents required elsewhere in this Certificate of Incorporation) the holders of the Series A Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Series A Preferred Stock in an amount at least equal to the greater of (i) the amount of the aggregate Accruing Dividends then accrued on such share of Series A Preferred Stock and not previously paid and (ii) (A) in the case of a dividend on Common Stock or any class or series that is convertible into Common Stock, that dividend per share of Series A Preferred Stock as would equal the product of (1) the dividend payable on each share of such class or series determined, if applicable, as if all shares of such class or series had been converted into Common Stock and (2) the number of shares of Common Stock issuable upon conversion of a share of Series A Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend or (B) in the case of a dividend on any class or series that is not convertible into Common Stock, at a rate per share of Series A Preferred Stock determined by (1) dividing the amount of the dividend payable on each share of such class or series of capital stock by the original issuance price of such class or series of capital stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to such class or series) and (2) multiplying such fraction by an amount equal to the Series A Original Issue Price

(as hereinafter defined); provided that, if the Corporation declares, pays or sets aside, on the same date, a dividend on shares of more than one class or series of capital stock of the Corporation, the dividend payable to the holders of Series A Preferred Stock pursuant to this Section 1 shall be calculated based upon the dividend on the class or series of capital stock that would result in the highest Series A Preferred Stock dividend; provided, further, in the event of a payment in full of all then-accrued Accruing Dividends on each outstanding share of Series A Preferred Stock pursuant to clauses (i) or (ii) of this Section 1, all Accruing Dividends as of such date shall be deemed in all respects paid in full. The “**Series A Original Issue Price**” shall mean \$3.281 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series A Preferred Stock.

2. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

2.1 Preferential Payments to Holders of Series A Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event (as hereinafter defined), the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the greater of (i) the Series A Original Issue Price, plus any Accruing Dividends accrued but unpaid thereon, whether or not declared, together with any other dividends declared but unpaid thereon, or (ii) such amount per share as would have been payable had all shares of Series A Preferred Stock been converted into Common Stock pursuant to Section 4 immediately prior to such liquidation, dissolution, winding up or Deemed Liquidation Event (the amount payable pursuant to this sentence is hereinafter referred to as the “**Series A Liquidation Amount**”). If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amount to which they shall be entitled under this Section 2.1, the holders of shares of Series A Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

2.2 Payments to Holders of Common Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, after the payment of all preferential amounts required to be paid to the holders of shares of Series A Preferred Stock, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of shares of Common Stock, pro rata based on the number of shares held by each such holder.

2.3 Deemed Liquidation Events.

2.3.1 Definition. Each of the following events shall be considered a “**Deemed Liquidation Event**”:

- (a) a merger, consolidation or reorganization in which
 - (i) the Corporation is a constituent party, or
 - (ii) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation,

except any such merger, consolidation or reorganization involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least a majority by voting power, of the capital stock of (1) the surviving or resulting corporation or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation; or

(b) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, or the sale or disposition (whether by merger or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

2.3.2 Effecting a Deemed Liquidation Event.

(a) The Corporation shall not have the power to effect a Deemed Liquidation Event referred to in Section 2.3.1(a)(i) unless the agreement or plan of merger or consolidation for such transaction (the “**Transaction Agreement**”) provides that the consideration payable to the stockholders of the Corporation shall be allocated among the holders of capital stock of the Corporation in accordance with Sections 2.1 and 2.2.

(b) In the event of a Deemed Liquidation Event referred to in Section 2.3.1(a)(ii) or 2.3.1(b), if the Corporation does not effect a dissolution of the Corporation under the General Corporation Law within 90 days after such Deemed Liquidation Event, then (i) the Corporation shall send a written notice to each holder of Series A Preferred Stock no later than the 90th day after the Deemed Liquidation Event advising such holders of their right (and the requirements to be met to secure such right) pursuant to the terms of the following clause (ii) to require the redemption of such shares of Series A Preferred Stock, and (ii) if the holders of greater than 50% of the then outstanding shares of Series A Preferred Stock so request in a written instrument delivered to the Corporation not later than 120 days after such Deemed Liquidation Event, the Corporation shall use the consideration received by the Corporation for such Deemed Liquidation Event (net of any retained liabilities associated with the assets sold or licensed, as determined in good faith by the Board of Directors of the

Corporation), together with any other assets of the Corporation available for distribution to its stockholders, all to the extent permitted by Delaware law governing distributions to stockholders (the “**Available Proceeds**”), on the 150th day after such Deemed Liquidation Event, to redeem all outstanding shares of Series A Preferred Stock at a price per share equal to the Series A Liquidation Amount. Notwithstanding the foregoing, in the event of a redemption pursuant to the preceding sentence, if the Available Proceeds are not sufficient to redeem all outstanding shares of Series A Preferred Stock, the Corporation shall ratably redeem each holder’s shares of Series A Preferred Stock to the fullest extent of such Available Proceeds, and shall redeem the remaining shares as soon as it may lawfully do so under Delaware law governing distributions to stockholders. The provisions of Section 6 shall apply, with such necessary changes in the details thereof as are necessitated by the context, to the redemption of the Series A Preferred Stock pursuant to this Section 2.3.2(b). Prior to the distribution or redemption provided for in this Section 2.3.2(b), the Corporation shall not expend or dissipate the consideration received for such Deemed Liquidation Event, except to discharge expenses incurred in connection with such Deemed Liquidation Event or in the ordinary course of business.

2.3.3 Amount Deemed Paid or Distributed. The amount deemed paid or distributed to the holders of capital stock of the Corporation upon any such merger, consolidation, sale, transfer, exclusive license, other disposition or redemption shall be the cash or the value of the property, rights or securities paid or distributed to such holders by the Corporation or the acquiring person, firm or other entity. The value of such property, rights or securities shall be determined in good faith by the Board of Directors of the Corporation.

2.3.4 Allocation of Escrow and Contingent Consideration. In the event of a Deemed Liquidation Event pursuant to Section 2.3.1(a)(i), if any portion of the consideration payable to the stockholders of the Corporation is payable only upon satisfaction of contingencies (the “**Additional Consideration**”), the Transaction Agreement shall provide that (a) the portion of such consideration that is not Additional Consideration (such portion, the “**Initial Consideration**”) shall be allocated among the holders of capital stock of the Corporation in accordance with Sections 2.1 and 2.2 as if the Initial Consideration were the only consideration payable in connection with such Deemed Liquidation Event and (b) any Additional Consideration which becomes payable to the stockholders of the Corporation upon satisfaction of such contingencies shall be allocated among the holders of capital stock of the Corporation in accordance with Sections 2.1 and 2.2, after taking into account the previous payment of the Initial Consideration as part of the same transaction, and after taking into account any indemnification and other liabilities required to be satisfied from such Additional Consideration. For the purposes of this Section 2.3.4, consideration placed into escrow or retained as holdback to be available for satisfaction of indemnification or similar obligations in connection with such Deemed Liquidation Event shall be deemed to be Additional Consideration.

3. Voting.

3.1 General. On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Series A Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series A Preferred Stock held by such

holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Except as provided by law, by the other provisions of this Certificate of Incorporation or by any stockholders agreement, voting agreement or similar document by and between the Corporation and its stockholders, including, without limitation, the Stockholders' Agreement, holders of Series A Preferred Stock shall vote together with the holders of Common Stock as a single class. The holders of Series A Preferred Stock shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation.

3.2 Election of Directors. Subject to the terms of the Stockholders' Agreement, the holders of record of the shares of Series A Preferred Stock, exclusively and as a separate class, shall be entitled to elect one (1) director of the Corporation (the "**Series A Director**"), and the holders of record of the shares of Common Stock, exclusively and as a separate class, shall be entitled to elect two (2) directors of the Corporation. Subject to the terms of the Stockholders' Agreement, any director elected as provided in the preceding sentence may be removed by, and only by, the affirmative vote of the holders of the requisite shares of the class or series of capital stock entitled to elect such director or directors, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders. If the holders of shares of Series A Preferred Stock or Common Stock, as the case may be, fail to elect a sufficient number of directors to fill all directorships for which they are entitled to elect directors, voting exclusively and as a separate class, pursuant to the first sentence of this Section 3.2, then any directorship not so filled shall remain vacant until such time as the holders of the Series A Preferred Stock or Common Stock, as the case may be, elect a person to fill such directorship by vote or written consent in lieu of a meeting; and no such directorship may be filled by stockholders of the Corporation other than by the stockholders of the Corporation that are entitled to elect a person to fill such directorship, voting exclusively and as a separate class. The holders of record of the shares of Common Stock and of any other class or series of voting stock (including the Series A Preferred Stock), exclusively and voting together as a single class, shall be entitled to elect the balance of the total number of directors of the Corporation. At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of a majority of the outstanding shares of the class or series entitled to elect such director shall constitute a quorum for the purpose of electing such director. Except as otherwise provided in this Section 3.2 or the Stockholders' Agreement (or any voting agreement or similar document by and between the Corporation and its stockholders), a vacancy in any directorship filled by the holders of any class or series shall be filled only by vote or written consent in lieu of a meeting of the holders of such class or series or by any remaining director or directors elected by the holders of such class or series pursuant to this Section 3.2. The rights of the holders of the Series A Preferred Stock and the rights of the holders of the Common Stock under the first sentence of this Section 3.2 shall be subject to forfeiture as provided in the Stockholders' Agreement.

4. Optional Conversion.

The holders of the Series A Preferred Stock shall have conversion rights as follows (the "**Conversion Rights**"):

4.1 Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without

the payment of additional consideration by the holder thereof, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Series A Original Issue Price by the Series A Conversion Price (as defined below) in effect at the time of conversion. The “**Series A Conversion Price**” shall initially be equal to \$3.281. Such initial Series A Conversion Price, and the rate at which shares of Series A Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided below.

4.2 No Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall round up to the nearest whole share.

4.3 Mechanics of Conversion.

4.3.1 Notice of Conversion. In order for a holder of Series A Preferred Stock to voluntarily convert shares of Series A Preferred Stock into shares of Common Stock, such holder shall surrender the certificate or certificates for such shares of Series A Preferred Stock (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate), at the office of the transfer agent for the Series A Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent), together with written notice that such holder elects to convert all or any number of the shares of the Series A Preferred Stock represented by such certificate or certificates and, if applicable, any event on which such conversion is contingent. Such notice shall state such holder’s name or the names of the nominees in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. If required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form reasonably satisfactory to the Corporation, duly executed by the registered holder or his, her or its attorney duly authorized in writing. The close of business on the date of receipt by the transfer agent (or by the Corporation if the Corporation serves as its own transfer agent) of such certificates (or lost certificate affidavit and agreement) and notice shall be the time of conversion (the “**Conversion Time**”), and the shares of Common Stock issuable upon conversion of the shares represented by such certificate shall be deemed to be outstanding of record as of such date. The Corporation shall, as soon as practicable after the Conversion Time, (i) issue and deliver to such holder of Series A Preferred Stock, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable upon such conversion in accordance with the provisions hereof and a certificate for the number (if any) of the shares of Series A Preferred Stock represented by the surrendered certificate that were not converted into Common Stock and (ii) pay all declared but unpaid dividends on the shares of Series A Preferred Stock converted.

4.3.2 Reservation of Shares. The Corporation shall at all times when any shares of Series A Preferred Stock are outstanding, reserve and keep available out of its authorized but unissued capital stock, for the purpose of effecting the conversion of the Series A Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Series A Preferred Stock;

and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Certificate of Incorporation. Before taking any action which would cause an adjustment reducing the Series A Conversion Price below the then par value of the shares of Common Stock issuable upon conversion of the Series A Preferred Stock, the Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and nonassessable shares of Common Stock at such adjusted Series A Conversion Price.

4.3.3 Effect of Conversion. All shares of Series A Preferred Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the Conversion Time, except only the right of the holders thereof to receive shares of Common Stock in exchange therefor and to receive payment of any dividends declared but unpaid thereon. Any shares of Series A Preferred Stock so converted shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Series A Preferred Stock accordingly.

4.3.4 No Further Adjustment. Upon any such conversion, no adjustment to the Series A Conversion Price shall be made for any declared but unpaid dividends on the Series A Preferred Stock surrendered for conversion or on the Common Stock delivered upon conversion.

4.3.5 Taxes. The Corporation shall pay any and all issue and other similar taxes that may be payable in respect of any issuance or delivery of shares of Common Stock upon conversion of shares of Series A Preferred Stock pursuant to this Section 4. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of shares of Common Stock in a name other than that in which the shares of Series A Preferred Stock so converted were registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

4.4 Adjustments to Series A Conversion Price for Diluting Issues.

4.4.1 Special Definitions. For purposes of this Article Fourth, the following definitions shall apply:

(a) “**Option**” shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

(b) “**Convertible Securities**” shall mean any evidences of indebtedness, shares or other securities directly or indirectly convertible into or exchangeable

for Common Stock (including, without limitation, shares of Series A Preferred Stock), but excluding Options.

(c) **“Additional Shares of Common Stock”** shall mean all shares of Common Stock issued (or, pursuant to Section 4.4.2 below, deemed to be issued) by the Corporation after the Series A Original Issue Date, other than (1) the following shares of Common Stock and (2) shares of Common Stock deemed issued pursuant to the following Options and Convertible Securities (clauses (1) and (2), collectively, **“Exempted Securities”**):

- (i) shares of Common Stock, Options or Convertible Securities issued as a dividend or distribution on Series A Preferred Stock;
- (ii) shares of Common Stock, Options or Convertible Securities issued by reason of a dividend, stock split, split-up or other distribution on shares of Common Stock that is covered by Sections 4.5, 4.6, 4.7 and/or 4.8;
- (iii) shares of Common Stock or Options issued to employees or directors of, or consultants or advisors to, the Corporation or any of its subsidiaries pursuant to a plan, agreement or arrangement approved by the Board of Directors of the Corporation, including, without limitation, that certain Sugarfina, Inc. 2016 Stock Option and Grant Plan;
- (iv) shares of Common Stock or Convertible Securities actually issued upon the exercise of Options or shares of Common Stock actually issued upon the conversion or exchange of Convertible Securities, in each case provided such issuance is pursuant to the terms of such Option or Convertible Security;
- (v) shares of Common Stock, Options or Convertible Securities issued to banks, equipment lessors or other financial institutions, or to real property lessors, pursuant to a debt financing, equipment leasing or real property leasing transaction approved by the Board of Directors of the Corporation;

- (vi) shares of Common Stock, Options or Convertible Securities issued to suppliers or third party service providers in connection with the provision of goods or services pursuant to transactions approved by the Board of Directors of the Corporation;
- (vii) shares of Common Stock, Options or Convertible Securities issued pursuant to the acquisition of another corporation by the Corporation by merger, purchase of substantially all of the assets or other reorganization or to a joint venture agreement, provided, that such issuances are approved by the Board of Directors of the Corporation; or
- (viii) shares of Common Stock, Options or Convertible Securities exempted from the definition of “Additional Shares of Common Stock” with the unanimous vote of the Board of Directors of the Corporation.

4.4.2 Deemed Issue of Additional Shares of Common Stock.

(a) If the Corporation at any time or from time to time after the Series A Original Issue Date shall issue any Options or Convertible Securities (excluding Options or Convertible Securities which are themselves Exempted Securities) or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares of Common Stock (as set forth in the instrument relating thereto, assuming the satisfaction of any conditions to exercisability, convertibility or exchangeability but without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date.

(b) If the terms of any Option or Convertible Security, the issuance of which resulted in an adjustment to the Series A Conversion Price pursuant to the terms of Section 4.4.3, are revised as a result of an amendment to such terms or any other adjustment pursuant to the provisions of such Option or Convertible Security (but excluding automatic adjustments to such terms pursuant to anti-dilution or similar provisions of such Option or Convertible Security) to provide for either (1) any increase or decrease in the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any such Option or Convertible Security or (2) any increase or decrease in the consideration payable to the Corporation upon such exercise, conversion and/or exchange, then, effective upon such increase

or decrease becoming effective, the Series A Conversion Price computed upon the original issue of such Option or Convertible Security (or upon the occurrence of a record date with respect thereto) shall be readjusted to such Series A Conversion Price as would have obtained had such revised terms been in effect upon the original date of issuance of such Option or Convertible Security. Notwithstanding the foregoing, no readjustment pursuant to this clause (b) shall have the effect of increasing the Series A Conversion Price to an amount which exceeds the lower of (i) the Series A Conversion Price in effect immediately prior to the original adjustment made as a result of the issuance of such Option or Convertible Security, or (ii) the Series A Conversion Price that would have resulted from any issuances of Additional Shares of Common Stock (other than deemed issuances of Additional Shares of Common Stock as a result of the issuance of such Option or Convertible Security) between the original adjustment date and such readjustment date.

(c) If the terms of any Option or Convertible Security (excluding Options or Convertible Securities which are themselves Exempted Securities), the issuance of which did not result in an adjustment to the Series A Conversion Price pursuant to the terms of Section 4.4.3 (either because the consideration per share (determined pursuant to Section 4.4.4) of the Additional Shares of Common Stock subject thereto was equal to or greater than the Series A Conversion Price then in effect, or because such Option or Convertible Security was issued before the Series A Original Issue Date), are revised after the Series A Original Issue Date as a result of an amendment to such terms or any other adjustment pursuant to the provisions of such Option or Convertible Security (but excluding automatic adjustments to such terms pursuant to anti-dilution or similar provisions of such Option or Convertible Security) to provide for either (1) any increase in the number of shares of Common Stock issuable upon the exercise, conversion or exchange of any such Option or Convertible Security or (2) any decrease in the consideration payable to the Corporation upon such exercise, conversion or exchange, then such Option or Convertible Security, as so amended or adjusted, and the Additional Shares of Common Stock subject thereto (determined in the manner provided in Section 4.4.2(a)) shall be deemed to have been issued effective upon such increase or decrease becoming effective.

(d) Upon the expiration or termination of any unexercised Option or unconverted or unexchanged Convertible Security (or portion thereof) which resulted (either upon its original issuance or upon a revision of its terms) in an adjustment to the Series A Conversion Price pursuant to the terms of Section 4.4.3, the Series A Conversion Price shall be readjusted to such Series A Conversion Price as would have obtained had such Option or Convertible Security (or portion thereof) never been issued.

(e) If the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any Option or Convertible Security, or the consideration payable to the Corporation upon such exercise, conversion and/or exchange, is calculable at the time such Option or Convertible Security is issued or amended but is subject to adjustment based upon subsequent events, any adjustment to the Series A Conversion Price provided for in this Section 4.4.2 shall be effected at the time of such issuance or amendment based on such number of shares or amount of consideration without regard to any provisions for subsequent adjustments (and any subsequent adjustments shall be treated as provided in clauses (b) and (c) of this Section 4.4.2). If the number of shares of Common Stock issuable upon the

exercise, conversion and/or exchange of any Option or Convertible Security, or the consideration payable to the Corporation upon such exercise, conversion and/or exchange, cannot be calculated at all at the time such Option or Convertible Security is issued or amended, any adjustment to the Series A Conversion Price that would result under the terms of this Section 4.4.2 at the time of such issuance or amendment shall instead be effected at the time such number of shares and/or amount of consideration is first calculable (even if subject to subsequent adjustments), assuming for purposes of calculating such adjustment to the Series A Conversion Price that such issuance or amendment took place at the time such calculation can first be made.

4.4.3 Adjustment of Series A Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event the Corporation shall at any time after the Series A Original Issue Date issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section 4.4.2), without consideration or for a consideration per share less than the Series A Conversion Price in effect immediately prior to such issue, then the Series A Conversion Price shall be reduced, concurrently with such issue, to a price (calculated to the nearest one-hundredth of a cent) determined in accordance with the following formula:

$$CP_2 = CP_1 \times (A + B) \div (A + C).$$

For purposes of the foregoing formula, the following definitions shall apply:

(a) “CP₂” shall mean the Series A Conversion Price in effect immediately after such issue of Additional Shares of Common Stock

(b) “CP₁” shall mean the Series A Conversion Price in effect immediately prior to such issue of Additional Shares of Common Stock;

(c) “A” shall mean the number of shares of Common Stock outstanding immediately prior to such issue of Additional Shares of Common Stock (treating for this purpose as outstanding all shares of Common Stock issuable upon exercise of Options outstanding immediately prior to such issue or upon conversion or exchange of Convertible Securities (including the Series A Preferred Stock) outstanding (assuming exercise of any outstanding Options therefor) immediately prior to such issue);

(d) “B” shall mean the number of shares of Common Stock that would have been issued if such Additional Shares of Common Stock had been issued at a price per share equal to CP₁ (determined by dividing the aggregate consideration received by the Corporation in respect of such issue by CP₁); and

(e) “C” shall mean the number of such Additional Shares of Common Stock issued in such transaction.

4.4.4 Determination of Consideration. For purposes of this Section 4.4, the consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(a) Cash and Property: Such consideration shall:

- (i) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation, excluding amounts paid or payable for accrued interest;
- (ii) insofar as it consists of property other than cash, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board of Directors of the Corporation; and
- (iii) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (i) and (ii) above, as determined in good faith by the Board of Directors of the Corporation.

(b) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Section 4.4.2, relating to Options and Convertible Securities, shall be determined by dividing

- (i) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, by
- (ii) the maximum number of shares of Common Stock (as set forth in the instruments relating

thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities.

4.4.5 Multiple Closing Dates. In the event the Corporation shall issue on more than one date Additional Shares of Common Stock that are a part of one transaction or a series of related transactions and that would result in an adjustment to the Series A Conversion Price pursuant to the terms of Section 4.4.3, then, upon the final such issuance, the Series A Conversion Price shall be readjusted to give effect to all such issuances as if they occurred on the date of the first such issuance (and without giving effect to any additional adjustments as a result of any such subsequent issuances within such period).

4.5 Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the Series A Original Issue Date effect a subdivision of the outstanding Common Stock, the Series A Conversion Price in effect immediately before that subdivision shall be proportionately decreased so that the number of shares of Common Stock issuable on conversion of each share of Series A Preferred Stock shall be increased in proportion to such increase in the aggregate number of shares of Common Stock outstanding. If the Corporation shall at any time or from time to time after the Series A Original Issue Date combine the outstanding shares of Common Stock, the Series A Conversion Price in effect immediately before the combination shall be proportionately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in the aggregate number of shares of Common Stock outstanding. Any adjustment under this Section shall become effective at the close of business on the date the subdivision or combination becomes effective.

4.6 Adjustment for Certain Dividends and Distributions. In the event the Corporation at any time or from time to time after the Series A Original Issue Date shall make or issue, or fix a record date for the determination of the holders of Common Stock entitled to receive, a dividend or other distribution payable on the Common Stock in the form of additional shares of Common Stock, then and in each such event the Series A Conversion Price in effect immediately before such event shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Series A Conversion Price then in effect by a fraction:

(1) the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and

(2) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution.

Notwithstanding the foregoing: (a) if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Series A Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Series A Conversion Price shall be adjusted pursuant to this Section as of the time of actual payment of such dividends or distributions; and (b) no such adjustment shall be made if the holders of Series A Preferred Stock simultaneously receive a dividend or other distribution of shares of Common Stock in a number equal to the number of shares of Common Stock as they would have received if all outstanding shares of Series A Preferred Stock had been converted into Common Stock on the date of such event.

4.7 Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time after the Series A Original Issue Date shall make or issue, or fix a record date for the determination of the holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation (other than a distribution of shares of Common Stock in respect of outstanding shares of Common Stock) or in other property and the provisions of Section 1 do not apply to such dividend or distribution, then and in each such event the holders of Series A Preferred Stock shall receive, simultaneously with the distribution to the holders of Common Stock, a dividend or other distribution of such securities or other property in an amount equal to the amount of such securities or other property as they would have received if all outstanding shares of Series A Preferred Stock had been converted into Common Stock on the date of such event.

4.8 Adjustment for Merger or Reorganization, etc. Subject to the provisions of Section 2.3, if there shall occur any reorganization, recapitalization, reclassification, consolidation or merger involving the Corporation in which the Common Stock (but not the Series A Preferred Stock) is converted into or exchanged for securities, cash or other property (other than a transaction covered by Sections 4.4, 4.6 or 4.7), then, following any such reorganization, recapitalization, reclassification, consolidation or merger, each share of Series A Preferred Stock shall thereafter be convertible in lieu of the Common Stock into which it was convertible prior to such event into the kind and amount of securities, cash or other property which a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of one share of Series A Preferred Stock immediately prior to such reorganization, recapitalization, reclassification, consolidation or merger would have been entitled to receive pursuant to such transaction; and, in such case, appropriate adjustment (as determined in good faith by the Board of Directors of the Corporation) shall be made in the application of the provisions in this Section 4 with respect to the rights and interests thereafter of the holders of the Series A Preferred Stock, to the end that the provisions set forth in this Section 4 (including provisions with respect to changes in and other adjustments of the Series A Conversion Price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any securities or other property thereafter deliverable upon the conversion of the Series A Preferred Stock. For the avoidance of doubt, nothing in this Section 4.8 shall be construed as preventing the holders of Series A Preferred Stock from seeking any appraisal rights to which they are otherwise entitled

under the General Corporation Law in connection with a merger triggering an adjustment hereunder, nor shall this Section 4.8 be deemed conclusive evidence of the fair value of the shares of Series A Preferred Stock in any such appraisal proceeding.

4.9 Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Series A Conversion Price pursuant to this Section 4, the Corporation at its expense shall, as promptly as reasonably practicable but in any event not later than 30 days thereafter, compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment (including the kind and amount of securities, cash or other property into which the Series A Preferred Stock is convertible) and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, as promptly as reasonably practicable after the written request at any time of any holder of Series A Preferred Stock (but in any event not later than 30 days thereafter), furnish or cause to be furnished to such holder a certificate setting forth (i) the Series A Conversion Price then in effect, and (ii) the number of shares of Common Stock and the amount, if any, of other securities, cash or property which then would be received upon the conversion of Series A Preferred Stock.

4.10 Notice of Record Date. In the event the Corporation shall take a record of the holders of its Common Stock (or other capital stock or securities at the time issuable upon conversion of the Series A Preferred Stock) for the purpose:

(a) of entitling or enabling them to receive any dividend or other distribution, or to receive any right to subscribe for or purchase any shares of capital stock of any class or any other securities, or to receive any other security;

(b) of any capital reorganization of the Corporation, any reclassification of the Common Stock of the Corporation, or any Deemed Liquidation Event;

(c) of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation; or

(d) of merging or consolidating with or into any other entity, or of selling leasing or conveying all or substantially all of its assets;

then, and in each such case, the Corporation will send or cause to be sent to the holders of the Series A Preferred Stock a notice specifying, as the case may be, (i) the record date for such dividend, distribution or right, and the amount and character of such dividend, distribution or right, or (ii) the effective date on which such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up is proposed to take place, and the time, if any is to be fixed, as of which the holders of record of Common Stock (or such other capital stock or securities at the time issuable upon the conversion of the Series A Preferred Stock) shall be entitled to exchange their shares of Common Stock (or such other capital stock or securities) for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up, and the amount per share and character of such exchange applicable to the Series A Preferred Stock and the Common

Stock. Such notice shall be sent at least 10 days prior to the record date or effective date for the event specified in such notice.

5. Mandatory Conversion.

5.1 Trigger Events. Upon either (a) the closing of the sale of shares of Common Stock to the public at a price of at least \$6.562 per share (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Common Stock), in a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, resulting in at least \$50,000,000 of gross proceeds to the Corporation or (b) the date and time, or the occurrence of an event, specified by vote or written consent of the holders of greater than 50% of the then outstanding shares of Series A Preferred Stock (which consent must include the approval of the Series A Director) (the time of such closing or the date and time specified or the time of the event specified in such vote or written consent is referred to herein as the **"Mandatory Conversion Time"**), (i) all outstanding shares of Series A Preferred Stock shall automatically be converted into shares of Common Stock, at the then effective conversion rate and (ii) such shares may not be reissued by the Corporation.

5.2 Procedural Requirements. All holders of record of shares of Series A Preferred Stock shall be sent written notice of the Mandatory Conversion Time and the place designated for mandatory conversion of all such shares of Series A Preferred Stock pursuant to this Section 5. Such notice need not be sent in advance of the occurrence of the Mandatory Conversion Time. Upon receipt of such notice, each holder of shares of Series A Preferred Stock shall surrender his, her or its certificate or certificates for all such shares (or, if such holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate) to the Corporation at the place designated in such notice. If so required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by his, her or its attorney duly authorized in writing. All rights with respect to the Series A Preferred Stock converted pursuant to Section 5.1, including the rights, if any, to receive notices and vote (other than as a holder of Common Stock), will terminate at the Mandatory Conversion Time (notwithstanding the failure of the holder or holders thereof to surrender the certificates at or prior to such time), except only the rights of the holders thereof, upon surrender of their certificate or certificates (or lost certificate affidavit and agreement) therefor, to receive the items provided for in the next sentence of this Section 5.2. As soon as practicable after the Mandatory Conversion Time and the surrender of the certificate or certificates (or lost certificate affidavit and agreement) for Series A Preferred Stock, the Corporation shall issue and deliver to such holder, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable on such conversion in accordance with the provisions hereof, together with the payment of any declared but unpaid dividends on the shares of Series A Preferred Stock converted. Such converted Series A Preferred Stock shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for

stockholder action) as may be necessary to reduce the authorized number of shares of Series A Preferred Stock accordingly.

6. Redeemed or Otherwise Acquired Shares. Any shares of Series A Preferred Stock that are redeemed or otherwise acquired by the Corporation or any of its subsidiaries shall be automatically and immediately cancelled and retired and shall not be reissued, sold or transferred. Neither the Corporation nor any of its subsidiaries may exercise any voting or other rights granted to the holders of Series A Preferred Stock following redemption.

7. Waiver. Any of the rights, powers, preferences and other terms of the Series A Preferred Stock set forth herein may be waived on behalf of all holders of Series A Preferred Stock by the affirmative written consent or vote of the holders of greater than 50% of the shares of Series A Preferred Stock then outstanding; provided, however, any waiver which has a disproportionately adverse effect on any holder of Series A Preferred Stock vis-a-vis the other holders of Series A Preferred Stock shall not be made without the written agreement of such holder of Series A Preferred Stock.

8. Notices. Any notice required or permitted by the provisions of this Article Fourth to be given to a holder of shares of Series A Preferred Stock shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation, or given by electronic communication in compliance with the provisions of the General Corporation Law, and shall be deemed sent upon such mailing or electronic transmission.

FIFTH: Subject to any additional vote required by this Certificate of Incorporation or the Stockholders' Agreement, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

SIXTH: Subject to the terms of Article Fourth and any additional vote required by this Certificate of Incorporation or the Stockholders' Agreement, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

SEVENTH: Elections of directors need not be by written ballot and may be evidenced via written consent.

EIGHTH: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors of the Corporation or in the Bylaws of the Corporation.

NINTH: To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article Ninth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent

permitted by the General Corporation Law as so amended. Any repeal or modification of the foregoing provisions of this Article Ninth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

TENTH: The following indemnification provisions shall apply to the persons enumerated below.

1. Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an “**Indemnified Person**”) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “**Proceeding**”), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article Tenth, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board of Directors of the Corporation.

2. Prepayment of Expenses of Directors and Officers. The Corporation shall pay the expenses (including attorneys’ fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article Tenth or otherwise.

3. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Article Tenth is not paid in full within 30 days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

4. Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a

director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorney's fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officers, employees or agents shall be made in such manner as is determined by the Board of Directors of the Corporation in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the Board of Directors of the Corporation.

5. Advancement of Expenses of Employees and Agents. The Corporation shall pay the expenses (including attorney's fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board of Directors of the Corporation.

6. Non-Exclusivity of Rights. The rights conferred on any person by this Article Tenth shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, any provision of this Certificate of Incorporation, the Bylaws of the Corporation, the Stockholders' Agreement, a vote of stockholders or otherwise.

7. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

8. Insurance. The Board of Directors of the Corporation may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Article Tenth; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article Tenth.

9. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article Tenth shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators.

ELEVENTH: The Corporation renounces, to the fullest extent permitted by law, any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "**Excluded Opportunity**" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which

otherwise comes into the possession of, (i) any director of the Corporation who is not an officer or employee of the Corporation or any of its subsidiaries, or (ii) any holder of Series A Preferred Stock or Common Stock or any partner, member, director, stockholder, employee or agent of any such holder, other than someone who is an officer or employee of the Corporation or any of its subsidiaries (collectively, "**Covered Persons**"), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person's capacity as a director of the Corporation.

TWELFTH: For purposes of Section 500 of the California Corporations Code (to the extent applicable), in connection with any repurchase of shares of Common Stock permitted under this Certificate of Incorporation from employees, officers, directors or consultants of the Corporation in connection with a termination of employment or services pursuant to agreements or arrangements approved by the Board of Directors of the Corporation (in addition to any other consent required under this Certificate of Incorporation), such repurchase may be made without regard to any "preferential dividends arrears amount" or "preferential rights amount" (as those terms are defined in Section 500 of the California Corporations Code). Accordingly, for purposes of making any calculation under California Corporations Code Section 500 in connection with such repurchase, the amount of any "preferential dividends arrears amount" or "preferential rights amount" (as those terms are defined therein) shall be deemed to be zero.

* * *

IN WITNESS WHEREOF, this Certificate of Incorporation has been executed on this
26 day of September, 2016.


By: 
Joshua Resnick, Incorporator
3915 West 102nd Street
Inglewood, CA 90303

Exhibit II
Copy of Resolutions

**RESOLUTIONS
OF THE STEERING COMMITTEE
OF THE BOARD OF DIRECTORS
OF SUGARFINA, INC.**

August 28, 2019

WHEREAS, by resolutions dated July 8, 2019 and August 14, 2019, the Board of Directors (the “Board”) for Sugarfina, Inc. (“Sugarfina,” or, the “Company”) authorized the formation of a committee (the “Steering Committee”) to, among other things, (a) prepare, authorize, and direct a process to be commenced by the Company under Title 11 of the U.S. Code (the “Bankruptcy Code”), the Canadian Bankruptcy and Insolvency Act, or any similar or alternative insolvency-related options or regimes (a “Bankruptcy Proceeding”), and (b) authorize and direct the Company’s retention of professionals, (c) select and authorize the Company to negotiate, finalize, consummate, and otherwise proceed with transactions to be consummated through a Bankruptcy Proceeding, and (d) approve and authorize decisions impacting the employment or retention of the Company’s employees, agents, contractors, and representatives;

WHEREAS, after due consideration taking into account the information available to it at this time, and after consultation with the Company’s management and legal, financial, and other advisors, and in the exercise of its reasonable business judgment, the Steering Committee has determined that it is in the best interests of the Company, its stakeholders, and its creditors to commence a Bankruptcy Proceeding or Proceedings on behalf of the Company and undertake the other actions approved by these Resolutions; and

WHEREAS, after due consideration taking into account the information available to it at this time and after consultation with the Company’s management and legal, financial, and other advisors, and in the exercise of its business judgment, the Steering Committee has determined that it is in the best interests of the Company to consent to and approve the commencement of a Bankruptcy Proceeding by its wholly owned domestic subsidiary, Sugarfina International, LLC (“SGRLLC”), and, to the extent necessary, to consent to and approve the filing of petitions for relief under chapter 11 of the Bankruptcy Code by the wholly owned subsidiary of SGRLLC, Sugarfina (Canada), Ltd. (“SGRC”);

WHEREAS, after due consideration taking into account the information available to it at this time and after consultation with the Company’s management and legal, financial, and other advisors, and in the exercise of its business judgment, the Steering Committee has determined that it would be desirable and in the Company’s best interests for the Company to sell, in one or several transactions, any or all of the assets of the Company, including, without limitation, the Company’s brand, inventory, and storefronts, through and as part of the Bankruptcy Proceeding (collectively, the “Potential Sale Transactions”); and

WHEREAS, after due consideration taking into account the information available to it at this time and after consultation with the Company’s management and legal, financial, and other advisors, and in the exercise of its business judgment, the Steering Committee has determined that it is in the best interests of the Company to appoint Lance Miller as chief restructuring officer for the Company, SGRLLC, and SGRC.

Chapter 11 Filing

NOW, THEREFORE, BE IT RESOLVED, that the Steering Committee has declared, and it hereby does declare, that it is in the best interests of the Company and its stakeholders that the Company seek relief under the Bankruptcy Code.

FURTHER RESOLVED, that the Company shall be, and hereby is, authorized to file a voluntary petition (the "Petition") for relief under chapter 11 of the Bankruptcy Code (the "Chapter 11 Case"), in the Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effectuate the purpose and intent of the foregoing.

Debtor in Possession Financing Facility

NOW, THEREFORE, BE IT RESOLVED, that the Company, subject to approval of the Bankruptcy Court, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and it hereby is, authorized to: (a) enter into a new debtor in possession financing facility (the "DIP Facility") and any associated documents and consummate, and perform under, the transactions contemplated therein (collectively, the "Financing Transactions") with SFCC Loan Investors, LLC or any of its affiliates or related funds, on such terms substantially consistent with those presented to the Steering Committee on or prior to the date hereof and as may be further approved, modified or amended by the CRO, as may be reasonably necessary or desirable for the continuing conduct of the affairs of the Company; and (b) pay related fees and grant security interests in and liens upon some, all or substantially all of the Company's assets, in such case, as may be deemed necessary or desirable by the CRO in connection with the Financing Transactions; and it is

FURTHER RESOLVED, that: (a) the CRO shall be, and hereby is, authorized and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions and execute, acknowledge, deliver and verify such agreements, certificates, instruments, guaranties, notices and any and all other documents, including any amendments or other modifications to the foregoing, as the CRO may deem necessary or appropriate to facilitate the Financing Transactions (collectively, the "Financing Documents"); (b) Financing Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or desirable by the CRO are hereby approved; (c) the CRO shall be, and hereby is, authorized and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to authorize counsel to draft, file and seek approval of the Financing Transactions; and (d) the actions of the CRO taken pursuant to this resolution, including the execution, acknowledgment, delivery and verification of all agreements, certificates, instruments, guaranties, notices and other documents, including any amendments or other modifications to the foregoing, shall be conclusive evidence of the CRO's approval thereof and the necessity or desirability thereof.

Potential Sale Transaction

NOW, THEREFORE, BE IT RESOLVED, that CRO be, and hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to file a motion with the

Bankruptcy Court (i) seeking approval of bidding procedures to be used to facilitate Potential Sale Transactions pursuant to section 363 of the Bankruptcy Code, (ii) seeking approval of TerraMar Capital, LLC as a stalking horse purchaser (the “Stalking Horse Bidder”) for a Potential Sale Transaction, and (iii) seeking approval of the payment of certain fees (including expense reimbursement and breakup fees) to the Stalking Horse Bidder, all substantially in accordance with the summary presented to the Steering Committee, subject to such modifications thereto as the CRO may deem necessary or advisable in order to give effect to and carry out the general purposes of the Potential Sale Transactions as presented to the Steering Committee.

FURTHER RESOLVED, that the CRO shall be, and hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company, to conduct a further marketing process to identify Potential Sale Transactions under the supervision of the Bankruptcy Court.

FURTHER RESOLVED, that the CRO shall be, and hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company, to (a) take actions and negotiate or cause to be prepared and negotiated, and, subject to Bankruptcy Court approval as required, to execute, deliver, perform and cause the performance of any agreements (including asset purchase agreements), certificates, instruments, receipts, petitions, motions or other papers or documents in furtherance of, and necessary to effectuate, any Potential Sale Transactions to which the Company is or will be a party and (b) request the Bankruptcy Court to approve any Potential Sale Transaction (including a sale of the Company’s assets to a higher or better bidder) and for any related relief.

Subsidiary Resolutions

NOW, THEREFORE, BE IT RESOLVED, that the Company hereby authorizes and consents to, and approves of, each of SGRLLC and SGRC (a) filing a petition for relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court and/or the Canadian Bankruptcy and Insolvency Act or any similar or alternative insolvency-related options or regimes, (b) entering into, and filing, the Financing Documents, and related documents, and consummating, and performing under, the transactions contemplated therein, and (c) entering into, and consummating, the sale of any or all of the assets of SGRLLC and SGRC through and as part of the Chapter 11 Case.

FURTHER RESOLVED, that the CRO shall be, and hereby is, authorized and empowered in the name of, and on behalf of, the Company, in its capacity as sole member of SGRLLC, to execute a written consent of the Company to Resolutions for SGRLLC with respect to SGRLLC’s chapter 11 case (including filing a petition for bankruptcy and entering into the Financing Documents and related documents, consummating, and performing under, the transactions contemplated therein, and entering into, and consummating, the sale of any or all of the assets of SGRLLC, in each case, substantially similar to the Resolutions set forth therein) and, to the extent necessary, to consent to such similar Resolutions for each of SGRLLC and SGRC.

Appointment of Chief Restructuring Officer

NOW, THEREFORE, BE IT RESOLVED, RESOLVED, that Lance Miller be, and hereby is, appointed the Company's Chief Restructuring Officer (the "CRO"), effective as of August 26, 2019, to serve in accordance with the Company's Articles of Incorporation and Bylaws and at the discretion of the Board and the Steering Committee (as applicable), until his successor shall be duly appointed, until his death, resignation or removal from office or until he is otherwise disqualified from serving as an officer of the Company.

FURTHER RESOLVED, that the terms of the Employment Agreement (the "Employment Agreement") between the Company and Mr. Miller, a copy of which is attached hereto as Attachment 1, are hereby approved and authorized.

FURTHER RESOLVED, that the each of the members of the Steering Committee be, and hereby are, authorized to execute the Employment Agreement on behalf of and in the name of the Company, and to otherwise bind the Company to the terms thereof.

FURTHER RESOLVED, that the terms of the existing Employment Agreement between the Company and Mr. Miller, dated March 1, 2019, are hereby ratified and approved to the extent such ratification and approval is required.

Retention of Professionals and Claims and Noticing Agent

NOW, THEREFORE, BE IT RESOLVED, that the engagement by the Company, on behalf of itself and each of SGRLLC and SGC of (a) Shulman, Hodges & Bastian LLP as restructuring counsel, (b) Morris James LLP as restructuring counsel, (c) Force Ten Partners, LLC as financial advisors, (d) BMC Group, Inc., as claims, noticing, and solicitation agent, and administrative advisor, in each case, is hereby ratified, adopted and approved in all respects.

FURTHER RESOLVED, that Shulman, Hodges & Bastian LLP, Morris James LLP, and any additional co-counsel or special or local counsel selected by the Company, shall be, and hereby are, authorized, empowered and directed to represent the Company, as debtor and debtor in possession, in connection with any Chapter 11 case commenced by or against it under the Bankruptcy Code.

Additional Resolutions

NOW, THEREFORE, BE IT RESOLVED, that all acts lawfully done or actions lawfully taken by any officer of the Company or any professionals engaged by the Company in connection with the Chapter 11 Case or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

FURTHER RESOLVED, that any and all actions and transactions by the Steering Committee or any officer for and on behalf and in the name of the Company with respect to any transactions contemplated by the foregoing resolutions before the adoption of the foregoing resolutions be, and they hereby are, ratified, authorized, approved, adopted and consented to in all respects for all purposes.

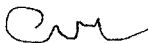
FURTHER RESOLVED, that the omission from these Resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described in these Resolutions or any action to be taken in accordance with any requirement of any of the agreements, documents or instruments described in these Resolutions shall in no manner derogate from the authority of the CRO to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, these Resolutions.

FURTHER RESOLVED, that the Steering Committee and the CRO hereby are authorized and directed to certify and/or attest these resolutions, certificate of incumbency and such other documents or instruments that the corporate secretary of the Company may deem necessary or appropriate in connection with the foregoing matters; provided, however, that such certification and/or attestation shall not be required for any document, instrument or agreement to be valid and binding on the Company.

FURTHER RESOLVED, that the CRO shall be, and hereby is, authorized, directed and empowered, in the name and on behalf of the Company, as debtor and debtor in possession, to negotiate, execute, deliver, and perform, or cause to be negotiated, executed, delivered, and performed, on behalf of, and take such actions and execute, acknowledge, deliver and verify such agreements, certificates, instruments, guaranties, notices and any and all other documents as any proper officer of the Company may deem necessary or appropriate to facilitate the transactions contemplated by the foregoing resolution, as may be deemed necessary, desirable or appropriate.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Steering Committee of the Board of Directors, have executed these Resolutions as of the date first written above. These Resolutions of the Steering Committee of the Board of Directors of Sugarfina, Inc. may be signed in two or more counterparts, which may be delivered by facsimile or by email or other internet transmission of .pdf, .jpg, .tiff, or other image files or other signature mechanism, each of which together shall be deemed an original, and all of which shall be deemed one instrument notwithstanding that all members of the Steering Committee have not signed the same counterpart.

STEERING COMMITTEE OF BOARD OF DIRECTORS:

DocuSigned by:

D62103BF08674C9
CHELSEA GRAYSON

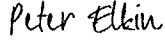
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PETER ELKIN

Exhibit III
Good Standing Certificate

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUGARFINA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF SEPTEMBER, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SUGARFINA, INC." WAS INCORPORATED ON THE SECOND DAY OF MAY, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



5148707 8300

SR# 20196852376

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 203524604

Date: 09-04-19